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September 26, 2001

SEP 26 2001

## VIA COURIER

## **DATE STAMP & RETURN**

Ms. Magalie Roman Salas, Secretary  
Federal Communications Commission  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: Application of Allegiance Telecom, Inc. for *Nunc Pro Tunc* Approval to Transfer Control of the Blanket Domestic Section 214 Authorization of Coast to Coast Telecommunications, Inc. from Rivien USA, LLC to Allegiance Telecom, Inc.

CC Dict 01-299 ✓

Dear Ms. Salas:

On behalf of Allegiance Telecom, Inc. ("Allegiance Telecom"), please find an original and six (6) copies of an application for Commission *nunc pro tunc* approval to transfer control of the blanket domestic Section 214 authorization of Coast to Coast Telecommunications, Inc. ("Coast") from Rivien USA, LLC ("Rivien") to Allegiance Telecom. Concurrent with this application, Allegiance Telecom also is filing an application for Commission *nunc pro tunc* approval to transfer control of the international Section 214 authorization of Coast from Rivien to Allegiance Telecom.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to Troy Tanner at (202) 295-8360 or Maria Cattafesta (202) 424-7867.

Respectfully submitted,



Troy F. Tanner  
Maria L. Cattafesta

Counsel for Allegiance Telecom, Inc.

## Enclosures

cc: George Li (FCC)  
Claudia Fox (FCC)  
Morton J. Posner, Esq. (Allegiance Telecom)  
Richard M. Rindler, Esq. (Swidler)  
Grace R. Chiu, Esq. (Swidler)

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING	FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b>  PAGE NO. <u>1</u> OF <u>1</u>	APPROVED BY OMB      3060-0589  SPECIAL USE _____ FCC USE ONLY _____
(1) LOCKBOX # 358145		
<b>SECTION A - PAYER INFORMATION</b>		
(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card) Allegiance Telecom Services Corp.		(3) TOTAL AMOUNT PAID (dollars and cents) \$ 815.00
(4) STREET ADDRESS LINE NO. 1 c/o Swidler Berlin Shereff Friedman, LLP		
(5) STREET ADDRESS LINE NO. 2 3000 K Street NW Suite 300		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (Include area code) 202-424-7500	(10) COUNTRY CODE (If not in U.S.A.)	
<b>IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)</b>		
<b>SECTION B - APPLICANT INFORMATION</b>		
(11) APPLICANT NAME (If paying by credit card, enter name exactly as it appears on your card) Allegiance Telecom, Inc.		
(12) STREET ADDRESS LINE NO. 1 9201 Central Expressway		
(13) STREET ADDRESS LINE NO. 2		
(14) CITY Dallas	(15) STATE Texas	(16) ZIP CODE 75231
(17) DAYTIME TELEPHONE NUMBER (Include area code) 214-261-7100	(18) COUNTRY CODE (If not in U.S.A.)	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)</b>		
<b>SECTION C - PAYMENT INFORMATION</b>		
(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC) C    U    T	(21A) QUANTITY 1
		(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 815.00
(23A) FCC CODE 1	(24A) FCC CODE 2	
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY
		(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$
(23B) FCC CODE 1	(24B) FCC CODE 2	
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY
		(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$
(23C) FCC CODE 1	(24C) FCC CODE 2	
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY
		(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$
(23D) FCC CODE 1	(24D) FCC CODE 2	
<b>SECTION D - TAXPAYER INFORMATION (REQUIRED)</b>		
(25) PAYER TIN 7 5 - 2 7 3 6 7 7 7		(26) APPLICANT TIN
<b>SECTION E - CERTIFICATION</b>		
(27) CERTIFICATION STATEMENT I, <u>M. Cartafesta</u> , Certify under penalty of perjury that the foregoing and supporting information <small>(PRINT NAME)</small> are true and correct to the best of my knowledge, information and belief. SIGNATURE <u>M. Cartafesta</u>		
<b>SECTION F - CREDIT CARD PAYMENT INFORMATION</b>		
(28) MASTERCARD/VISA ACCOUNT NUMBER:	EXPIRATION DATE:	
MASTERCARD	MONTH YEAR	
VISA	DATE	
I hereby authorize the FCC to charge my VISA or MASTERCARD For the service(s) described below: AUTHORIZED SIGNATURE _____		

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of	)	
	)	File No. CC-_____
<b>COAST TO COAST</b>	)	
<b>TELECOMMUNICATIONS, INC.</b>	)	
	)	
Application of Allegiance Telecom, Inc. for	)	
<i>nunc pro tunc</i> authority to transfer control of the	)	
blanket domestic Section 214 authority of	)	
Coast to Coast Telecommunications, Inc. from	)	
Rivien USA, LLC to Allegiance Telecom, Inc.	)	

**APPLICATION FOR DOMESTIC SECTION 214**

**TRANSFER OF CONTROL**

Allegiance Telecom, Inc. ("Allegiance Telecom" or "Transferee"), by its undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01, hereby requests *nunc pro tunc* approval to transfer control of Coast to Coast Telecommunications, Inc. ("Coast"), a common carrier authorized to provide domestic telecommunications services pursuant to its blanket Section 214 authorization, from Rivien USA, LLC ("Rivien") to Allegiance Telecom.<sup>1</sup>

Allegiance Telecom needed to quickly consummate a series of transactions (together, the "Transaction") whereby Allegiance Telecom acquired the stock of Coast,

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<sup>1</sup> Concurrent with this application, Allegiance Telecom also is filing an application seeking *nunc pro tunc* approval to transfer control of Coast's international Section 214 authorization.

and Coast subsequently became an indirect wholly owned subsidiary of Allegiance Telecom. Inadvertently and due to an administrative oversight, the parties to the Transaction failed to timely notify the Commission of this Transaction. Allegiance Telecom assures the Commission that it will, in the future, seek all necessary prior approvals in compliance with Commission rules.

Although the identity of Coast's ultimate parent has changed as a result of the Transaction, Coast continues to provide services to its existing customers under existing service arrangements, pursuant to its blanket Section 214 authority granted by the Commission. The Transaction, therefore, is virtually transparent to Coast's customers.

**I. THE PARTIES**

**A. Coast to Coast Telecommunications, Inc. -- Licensee**

Coast is a privately held Delaware corporation with its principal offices located at 2555 South Telegraph, Bloomfield Hills, Michigan 48302. Prior to the Transaction, Coast was a subsidiary of Rivien, which in turn, was a wholly-owned subsidiary of Rivien Communications, Inc.<sup>2</sup> Coast is authorized to provide resold U.S. international telecommunications services pursuant to its international Section 214 authorization.<sup>3</sup> In addition, Coast provides domestic interexchange service pursuant to blanket domestic Section 214 authority and provides domestic intrastate service pursuant to its state authorizations.

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<sup>2</sup> Rivien Communications, Inc. had filed for Chapter 7 bankruptcy at the time of the Transaction.

<sup>3</sup> See FCC File No. ITC-95-309.

**B. Rivien USA, LLC – Transferor**

Rivien USA, LLC (formerly known as Cl@rity USA, LLC) is a Delaware limited liability company. Rivien is a wholly owned subsidiary of Rivien Communications, Inc. (formerly known as Cl@rity Communications, Inc.), a Delaware corporation that recently declared bankruptcy.

**C. Allegiance Telecom, Inc. – Transferee**

Allegiance Telecom is a publicly traded Delaware holding company (Nasdaq: ALGX) that offers, through its operating subsidiaries, a complete package of facilities-based integrated communications services. Allegiance Telecom, through its subsidiaries, is currently operational in 34 U.S. markets. Allegiance Telecom offers domestic interexchange service through its indirect wholly owned operating companies pursuant to blanket Section 214 authority.

**II. THE TRANSACTION**

To effectuate the acquisition of Coast, Coast Acquisition Corp., a newly created Delaware subsidiary of Allegiance Telecom that was formed specifically for purposes of consummating the Transaction, merged with and into Coast. Coast was the surviving corporation in the merger. The acquisition was consummated on August 24, 2001 at which time Coast became a direct, wholly owned subsidiary of Allegiance Telecom.

Subsequently, on August 31, 2001, as part of a related corporate restructuring, Allegiance Telecom transferred 100% of the stock in Coast to its direct, wholly owned Delaware subsidiary, Allegiance Telecom Company Worldwide. Coast is now a wholly owned subsidiary of Allegiance Telecom Company Worldwide, which is a wholly owned subsidiary of Allegiance Telecom.

### **III. PUBLIC INTEREST CONSIDERATIONS**

Given that Coast is a relatively small international reseller and provider of domestic services and that Allegiance Telecom is already a parent company to an FCC licensee with better financial resources and a proven record of providing high quality telecommunications services, the Transaction is in the public interest. Although Coast has a new corporate parent, Coast continues to provide high quality services to its existing customers, pursuant to its license, with no change in its name, services, or the rates, terms or conditions of service. In fact, because Coast's ultimate parent company was in bankruptcy, Coast's acquisition by Allegiance Telecom is extremely important to Coast's customers because it will help ensure the financial stability of Coast and the provision of long-term, uninterrupted service. Therefore, neither the acquisition of Coast by Allegiance Telecom nor the subsequent corporate restructuring has caused inconvenience or confusion to Coast's customers. In particular, the acquisition of Coast by Allegiance Telecom and the corporate restructuring has been transparent to Coast's customers in terms of the services that they currently receive, and at the same time, has had long-term beneficial effects because it ensures that these customers will continue to receive these services.

Accordingly, the Transferee requests *nunc pro tunc* authority for the transfer of control of Coast's blanket domestic Section 214 authorization from Rivien to Allegiance Telecom.

#### IV. ADDITIONAL INFORMATION

(a) Names, addresses and telephone numbers:

Licensee: Coast to Coast Telecommunications, Inc.  
2555 South Telegraph  
Bloomfield Hills, MI 48302  
Tel: (248) 623-6700

Transferor: Rivien USA, LLC  
c/o Mr. Cary Joshi, President  
14891 Alpine Bay Loop  
Gainesville, VA 20155  
Tel: (202) 262-2811

Transferee: Allegiance Telecom, Inc.  
9201 Central Expressway  
Dallas, Texas 75231  
Tel: (214) 261-7100

(b) Licensee: Coast is a privately held corporation organized under the laws of Delaware.

Transferor: Rivien USA, LLC is a limited liability company organized under the laws of Delaware.

Transferee: Allegiance Telecom is a publicly traded corporation organized under the laws of Delaware.

(c) Correspondence concerning this application should be sent to:

Troy F. Tanner, Esq.  
Maria L. Cattafesta, Esq.  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
Tel: (202) 424-7500  
Fax: (202) 424-7645

and

Morton J. Posner  
Regulatory Counsel  
Allegiance Telecom, Inc.  
1150 Connecticut Avenue, NW  
Suite 205  
Washington, DC 20036  
Tel: (202) 464-6109  
Fax: (202) 296-9583

- (d) Licensee: Coast provides domestic interstate telecommunications services pursuant to its blanket domestic Section 214 authority.
- Transferor: Rivien currently does not provide domestic interstate telecommunications services and thus does not operate pursuant to blanket domestic Section 214 authority.
- Transferee: Allegiance Telecom itself currently does not provide domestic interstate telecommunications services and thus does not operate pursuant to blanket domestic Section 214 authority. However, Allegiance Telecom's operating subsidiaries provide domestic interstate telecommunications services pursuant to blanket domestic Section 214 authority.



V. **CONCLUSION**

For the reasons stated above, Allegiance Telecom, Inc. respectfully submits that the public interest, convenience and necessity would be furthered by a *nunc pro tunc* grant of this application for authority for the transfer of control of Coast from Rivien to Allegiance Telecom.

Respectfully submitted,

**ALLEGIANCE TELECOM, INC.**

By: 

Troy F. Tanner, Esq.  
Maria L. Cattafesta, Esq.  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
Tel: (202) 424-7500  
Fax: (202) 424-7645

Its Counsel

Dated: September 26, 2001

387271.1

**CERTIFICATION**

On behalf of Allegiance Telecom, Inc., I hereby certify that the statements in the foregoing Application for Domestic Section 214 Transfer of Control with respect to Allegiance Telecom, Inc., and the transfer of control for which Commission approval is sought, are true, complete, and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

**ALLEGIANCE TELECOM, INC.**

SIGNATURE: Mary C. Albert

NAME: Mary C. Albert

TITLE: Vice President, Regulatory and Interconnection  
Allegiance Telecom, Inc.

DATE: 9/25/01